

Electronically Recorded

Official Public Records

Mary Louise Garcia

Mary Louise Garcia

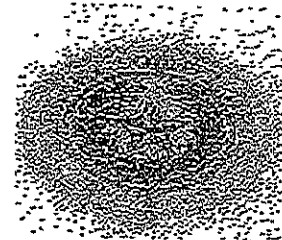
Tarrant County Texas

2/11/2011 12:52 PM

D211034465

PGS 6 \$36.00

Submitter: ACS



DALE PROPERTY SERVICES, LLC
ATTN: RECORDING TEAM
500 TAYLOR ST. STE 600
FORT WORTH, TEXAS 76102

Submitter: DALE PROPERTY SERVICES, LLC

**MARY LOUISE GARCIA
TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401**

DO NOT DESTROY

WARNING - THIS IS PART OF THE OFFICAL RECORD

**ELECTONICALLY RECORDED
BY ACS ERXCHANGE**

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED OF RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

Electronically Recorded
Chesapeake Operating, Inc.

AMENDMENT AND EXTENSION TO OIL, GAS AND MINERAL LEASE

STATE OF TEXAS §
 § **KNOW ALL MEN BY THESE PRESENTS:**
COUNTY OF TARRANT §

WHEREAS, J.C. Pace Ltd., a Texas Limited Partnership, Robert A. Wilson, Spence L. Wilson, C. Kemmons Wilson Jr., William Albert Owings, Douglas Lee Owings, and Cheri Owings, whose address is 420 Throckmorton Street, Suite 710, Fort Worth, Texas, 76102 ("Lessor"), executed that certain Oil, Gas and Mineral Lease dated June 25th, 2007, (the "Lease"), unto Dale Property Services, LLC, which Lease is recorded as Instrument No. D207250274 of the Official Public Records of Tarrant County, Texas, covering the following described lands:

6.59 acres of land, more or less, Being Block 3 Lot 1, in the Kimbell Industrial Addition, an addition to city of Fort Worth, thereof recorded in that certain deed dated on the 24th day of July, 1973, from Kimbell Inc., as grantor, to J.C. Pace Ltd., as grantee, recorded in Volume 388-67, Page 13 of the Deed Records of Tarrant County, Texas.

WHEREAS, the Lease was assigned to Chesapeake Exploration, L.L.C. by Conveyance recorded as Document No. D207376398 of the Official Public Records of Tarrant County, Texas; and,

WHEREAS, TOTAL E&P USA, INC., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the Lease by Assignment, Bill of Sale and Conveyance, recorded as Document No. D210019134 of the Official Public Records of Tarrant County, Texas; and,

WHEREAS,, Chesapeake Exploration, L.L.C. and TOTAL E&P USA, INC., are collectively referred to herein as ("Lessee"); and,

WHEREAS, Lessor and Lessee now desire to amend the primary term of the Lease as set forth in Paragraph 2;

NOW, THEREFORE, for good and valuable consideration in hand paid to Lessor by Lessee, the receipt and sufficiency of which is hereby acknowledged, Lessor and Lessee do hereby amend the Lease as follows:

Paragraph 2 of the Lease is deleted and replaced by the following:

"2. This is a paid up lease and subject to the other provisions herein contained, this lease shall be for a term of Four (4) years from this date (called "primary term") and as long thereafter as oil, gas or other mineral is produced from said land or land with which said land is pooled hereunder".

It is understood and agreed by all parties hereto that in all other respects, said Lease and the prior provisions thereto, shall remain in full force and effect and each of the undersigned does hereby ratify and confirm said Lease as hereby amended, and Lessor does hereby lease, let and demise to Lessee the lands covered by the Lease, pursuant to the terms and provisions of the Lease, as hereby amended.

The terms and provisions hereof shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.

This instrument may be executed in counterparts and each of which as so executed shall be given the effect of the execution of the original instrument. If the counterparts of this instrument are executed, the signatures and acknowledgments of the parties, as affixed hereto, may be combined in, and treated and given effect for all purposes as a single instrument.

TX0078577-000

IN WITNESS WHEREOF, this instrument is dated and made effective for all purposes as of the 25th day of June, 2010 ("the Effective Date"), irrespective of the date the same was executed and acknowledged by the parties hereto.

LESSOR:

JC Pace Ltd.

By: JCP Holding, LP; its general partner

By: JCP Holding Genpar, LLC; its general partner

Signature: [Signature]

Title: Chairman

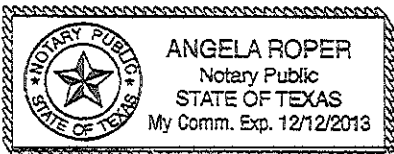
ACKNOWLEDGMENTS

STATE OF TEXAS

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COUNTY OF TARRANT

This instrument was acknowledged before me on the 29 day of April, 2010, by Gary H. Pace as Chairman of JCP Holding Genpar, LLC, the general partner of JCP Holding, LP, the general partner of J.C. Pace, Ltd.



(Stamp/Printed Name of Notary and Date Commission Expires)

[Signature]
Notary Public, State of Texas

Angela Roper
Printed Name

Robert A. Wilson

Signature: [Signature]

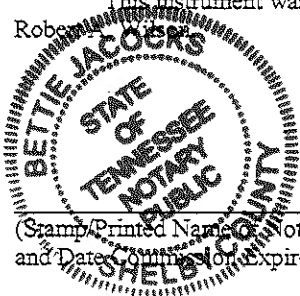
ACKNOWLEDGMENTS

STATE OF Tennessee

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§

COUNTY OF Shelby

This instrument was acknowledged before me on the 3 day of May, 2010, by Robert A. Wilson



(Stamp/Printed Name of Notary and Date Commission Expires)

[Signature]
Notary Public, State of Tennessee

Bettie B. Jacobs
Printed Name

My Commission Expires Oct. 12, 2011

Spence L. Wilson

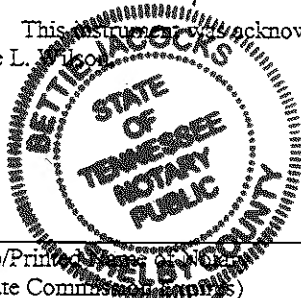
Signature: Spence L. Wilson

ACKNOWLEDGMENTS

STATE OF Tennessee

COUNTY OF Shelby

This instrument was acknowledged before me on the 29 day of April, 2010, by
Spence L. Wilson



Bettie B. Jacobs
Notary Public, State of TN

(Stamp/Printed Name of Notary
and Date Commission Expires)

Bettie B. Jacobs
Printed Name

My Commission Expires Oct. 12, 2011

C. Kemmons Wilson Jr.

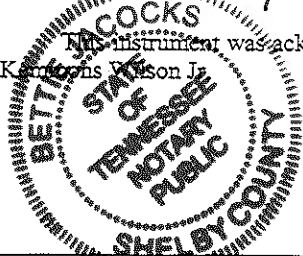
Signature: C. Kemmons Wilson Jr.

ACKNOWLEDGMENTS

STATE OF Tennessee

COUNTY OF Shelby

This instrument was acknowledged before me on the 3 day of May, 2010, by
C. Kemmons Wilson Jr.



Bettie B. Jacobs
Notary Public, State of TN

(Stamp/Printed Name of Notary
and Date Commission Expires)

Bettie B. Jacobs
Printed Name

My Commission Expires Oct. 12, 2011

William Albert Owings

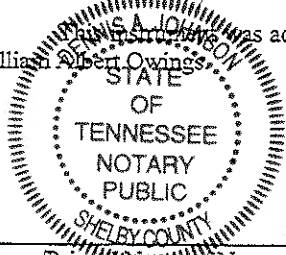
Signature: William A. Owings

ACKNOWLEDGMENTS

STATE OF Tennessee

COUNTY OF Shelby

This instrument was acknowledged before me on the 4 day of May, 2010, by
William Albert Owings



Dennis A. Johnson
Notary Public, State of TN

(Stamp/Printed Name of Notary
and Date Commission Expires)

Dennis A. Johnson
Printed Name

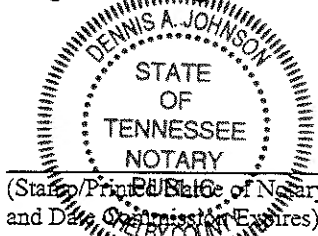
Douglas Lee Owings

Signature: *Douglas Lee Owings*

ACKNOWLEDGMENTS

STATE OF Tennessee
COUNTY OF Shelby

This instrument was acknowledged before me on the 4 day of May, 2010, by Douglas Lee Owings.



Dennis A Johnson
Notary Public, State of TN

Dennis A Johnson
Printed Name

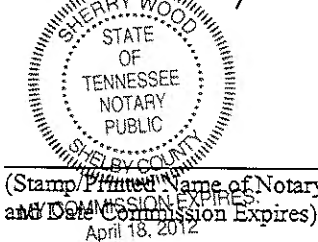
Cheri Owings Tuncay

Signature: *Cheri Tuncay*

ACKNOWLEDGMENTS

STATE OF TN
COUNTY OF Shelby

This instrument was acknowledged before me on the 7 day of May, 2010, by Cheri Owings Tuncay.



Sherry Wood
Notary Public, State of TN

Sherry Wood
Printed Name

LESSEE:

CHESAPEAKE EXPLORATION, L.L.C.
an Oklahoma limited liability company

By: *Henry J. Hood*
Henry J. Hood
Senior Vice President – Land and Legal
& General Counsel

TOTAL E&P USA, INC., a Delaware corporation

By: *Jean-Michel Lavergne*

Jean-Michel Lavergne
President and Chief Executive Officer

ACKNOWLEDGMENTS

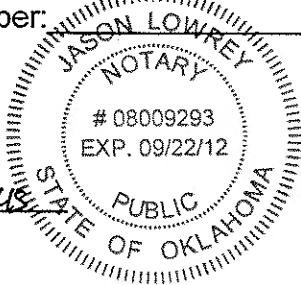
STATE OF OKLAHOMA
COUNTY OF OKLAHOMA

This instrument was acknowledged before me on this 10th day of September, 2010, by Henry J. Hood, as Senior Vice President - Land and Legal & General Counsel of Chesapeake Exploration, L.L.C. on behalf of said limited liability company.

My Commission Expires: _____
Commission Number: _____

[Signature]
Notary Public

STATE OF TEXAS
COUNTY OF Harris



The foregoing instrument was acknowledged before me this 15th day of October, 2010, by Jean-Michel Lavigne, President and Chief Executive Officer of TOTAL E&P, USA, Inc., a Delaware corporation, as the act and deed and on behalf of such corporation.

[Signature]
Notary Public

My Commission Expires: _____
Commission Number: _____

